

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 28, 2024

**CTO Realty Growth, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**001-11350**  
(Commission File Number)

**59-0483700**  
(IRS Employer Identification No.)

**369 N. New York Ave.,  
Suite 201  
Winter Park, Florida**  
(Address of principal executive offices)

**32789**  
(Zip Code)

Registrant's telephone number, including area code: **(407) 904-3324**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered:</u>
Common Stock, \$0.01 par value per share	CTO	NYSE
6.375% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value per share	CTO PrA	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 28, 2024, CTO Realty Growth, Inc. (the “Company”) filed Articles Supplementary (the “Additional Series A Articles Supplementary”) to the Company’s charter with the State Department of Assessments and Taxation of Maryland to classify and designate 3,000,000 shares of the Company’s authorized but unissued preferred stock, par value \$0.01 per share, as additional shares of 6.375% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, with a liquidation preference of \$25.00 per share (the “Series A Preferred Stock”), with the powers, preferences and privileges as set forth in the Articles Supplementary filed as Exhibit 3.2 to the Company’s Registration Statement on Form 8-A, filed with the U.S. Securities and Exchange Commission on July 1, 2021 (the “July 2021 Series A Articles Supplementary”). The Additional Series A Articles Supplementary became effective upon filing on March 28, 2024, and upon such effectiveness, the Company was authorized to issue an aggregate of 5,978,808 shares of Series A Preferred Stock (which reflects the previous repurchase by the Company of 21,192 shares of Series A Preferred Stock).

A copy of the Additional Series A Articles Supplementary is filed as Exhibit 3.1 to this Current Report on Form 8-K, and the information in the July 2021 Series A Articles Supplementary is incorporated into this Item 5.03 by reference. The foregoing description of the terms of the Additional Series A Articles Supplementary in this Item 5.03 is qualified in its entirety by reference to Exhibit 3.1 hereto and the July 2021 Series A Articles Supplementary.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit Description</b>
<a href="#">3.1</a>	<a href="#">Articles Supplementary classifying and designating 3,000,000 additional shares of Series A Preferred Stock</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CTO REALTY GROWTH, INC.

By: /s/ John P. Albright

Name: John P. Albright

Title: President and Chief Executive Officer

Date: April 3, 2024

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CTO REALTY GROWTH, INC.

ARTICLES SUPPLEMENTARY

6.375% SERIES A CUMULATIVE REDEEMABLE PREFERRED STOCK

CTO REALTY GROWTH, INC., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland (the “Department”) that:

**FIRST:** Under a power contained in Article VI of the charter of the Corporation (the “Charter”), the Board of Directors of the Corporation (the “Board of Directors”), by duly adopted resolutions, classified and designated 3,000,000 shares of authorized but unissued preferred stock, par value \$0.01 per share, as additional shares of 6.375% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”), with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption of the Series A Preferred Stock as currently set forth in the Charter.

**SECOND:** After giving effect to the classification and designation of the additional shares of Series A Preferred Stock set forth herein, the Corporation has authority to issue 6,000,000 shares of Series A Preferred Stock.

**THIRD:** The Series A Preferred Stock has been classified and designated by the Board of Directors under the authority contained in the Charter. These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

**FOURTH:** These Articles Supplementary shall be effective at the time the Department accepts these Articles Supplementary for record.

**FIFTH:** The undersigned President and Chief Executive Officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of such officer’s knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

*[Signature page follows.]*

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IN WITNESS WHEREOF, CTO Realty Growth, Inc. has caused these Articles Supplementary to be signed in its name and on its behalf by its President and Chief Executive Officer and witnessed by its Senior Vice President, Chief Financial Officer and Treasurer on March 28, 2024.

CTO REALTY GROWTH, INC.

By: /s/ John P. Albright

Name: John P. Albright

Title: President and Chief Executive Officer

WITNESS:

By: /s/ Matthew Partridge

Name: Matthew Partridge

Title: Senior Vice President, Chief Financial Officer and Treasurer

*[Signature Page to CTO Realty Growth, Inc.  
Articles Supplementary (Series A Preferred Stock)]*

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